

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re: **Jointly Administered under
Case No. 08-46617**

Polaroid Corporation, et al.,

Debtors.

Court Files No.'s:

08-46617 (GFK)

(includes:
Polaroid Holding Company;
Polaroid Consumer Electronics, LLC;
Polaroid Capital, LLC;
Polaroid Latin America I Corporation;
Polaroid Asia Pacific LLC;
Polaroid International Holding LLC;
Polaroid New Bedford Real Estate, LLC;
Polaroid Norwood Real Estate, LLC;
Polaroid Waltham Real Estate, LLC)

08-46621 (GFK)
08-46620 (GFK)
08-46623 (GFK)
08-46624 (GFK)
08-46625 (GFK)
08-46626 (GFK)
08-46627 (GFK)
08-46628 (GFK)
08-46629 (GFK)

Chapter 11 Cases
Judge Gregory F. Kishel

**AMENDED ORDER AUTHORIZING EMPLOYMENT OF SOTHEBY'S, INC.
AND ALLOWANCE OF FEES AND EXPENSES**

Upon the Application by Polaroid Corporation ("Polaroid") to employ Sotheby's, Inc. ("Sotheby's") in these Chapter 11 Cases and allowance of Sotheby's fees and expenses, it appears that is necessary for Polaroid to employ a valuation expert to augment and supplement Polaroid's valuation of the Polaroid Collection, it appears that the valuation expert selected by Polaroid does not hold or represent an interest adverse to the estates and that Sotheby's is disinterested within the meaning of 11 U.S.C. § 327(a), therefore,

IT IS HEREBY ORDERED:

1. Polaroid is authorized to employ Sotheby's upon the basis set forth in the

application, subject to the provisions of this Order and the provisions of 11 U.S.C. §§ 328 and 330.

2. Polaroid is authorized to pay 100% of Sotheby's fees upon receipt of the appraisal, provided such fees do not to exceed \$10,000, plus 100% of Sotheby's expenses.

3. Sotheby's fees and expenses are hereby allowed and Polaroid is authorized to pay such allowed fees and expenses.

4. This Court shall retain jurisdiction and venue over matters relating to the employment by Polaroid of Sotheby's notwithstanding provisions in the agreement relating to the applicability of a different jurisdiction and venue.

5. Notwithstanding Bankruptcy Rule 6004(g), this Order shall be effective and enforceable immediately upon entry.

Dated: March 18, 2009

/e/ Gregory F. Kishel

Gregory F. Kishel
United States Bankruptcy Judge